

## Caucus Summary and Task Force Actions

The two Governance Structure motions were discussed at each of the six regional caucuses held last week. Based on questions regarding the intent of the motions, the Structural Audit Task Force made editorial changes to the motions for clarification in a conference call meeting held Monday September 12 which were then recommended by the Executive Committee in a conference call meeting held Tuesday, September 13.

**The Motions now read as follows:**

***Motion 7: To approve the proposed composition of the BOD effective as of January 1, 2018 as outlined below, which shall only become effective after the review and approval of amendments to the corresponding language of the MAR Bylaws and policies.***

2018 Proposed - Board of Directors

Chair: Current MAR President

Members:

- All members of the Executive Committee: President-Elect, Secretary/Treasurer, Immediate Past President, EVP/CEO (non-voting), 1 Local Association Executive, 7 Regional Representatives (formerly known as Regional Vice Presidents), 4 at-large members of the Executive Committee
- 2 most recent willing and able Past Presidents not currently serving on the Executive Committee, 1-year term
- ~3 MAR elected NAR Directors (in addition to MAR President and President-Elect who serve as NAR Director by virtue of position)
- 1 at-large member designated by each Local Association – 2-year term
- ~40 at-large members pursuant to the formula: Local Association membership divided by total membership x 40. Two-year term, no more than 4 years in a 6-year time period.

Note: See last page for chart

Composition: ~77 (~ signifies approximate)

***Motion 2: To approve the proposed Governance Structure as outlined in the attached, which shall only become effective after the review and approval of amendments to the corresponding language of the MAR Bylaws and policies, inclusive of Motion #7, with implementation date of January 1, 2018, except that the proposed Leadership Development Committee be implemented January 1, 2017.***

**→The following is a summary of comments from the Caucuses and feedback on those comments from the Task Force.**

General

1. Are we mandating Leadership Training, will it go into the Bylaws?  
**SATF: This will be decided on by the LDC as they implemented processes to the structure**
2. Are the motions Bylaws amendments and needing a 60% vote?  
**SATF: Through careful analysis with legal counsel and the professional outside parliamentarian, it is conclusive that the motions are conceptual on the structure upon approval of the Bylaws and policies to support the concept to come. (Clarifications to the motions were made)**
3. Can one motion survive if the other is defeated?  
**SATF: If Motion #7 is defeated the composition of the BOD would then remain as it currently is or as changed if an amended version is approved. Motion #8 could then be adopted to include the BOD in its**

current composition (or as amended) but with all other parts of the proposal structure as shown in the chart. If Motion #7 passes and Motion #8 is defeated all parts of the proposed structure fail to be adopted.

### Board of Directors

1. Include all NAR Directors or select ones such as NAR DSAs, NAR Past President and NAR RVP  
**SATF: The consensus of the group is that the 5 NAR Directors who will serve on the new BOD represent the larger body of NAR Directors and can serve as the conduit of information; that adding the full NAR Director group would skew the ratio of them to other members elected or appointed by the membership through their local associations or by the MAR BOD and increase the ratio of large local association representation; although they may be important to the three channels of communication they are not integral to the MAR governance, doing the business of the Association, which is the primary function of the BOD.**
2. Can one more rep being added to the BOD per local?  
**SATF: The consensus of the group is that adding a local rep would be disproportionate and smaller boards do better proportionately as the structure is currently proposed.**
3. Why are there at least two people on the BOD for the smaller boards?  
**SATF: Per the current composition guidelines, one representative from each local Association is a member of the Board and then the formula allocation based on number of members from each Association determines additional members to the Board. The single exception to this is the Realtors Commercial Alliance with one Director since they have fewer members than the minimum under the formula. As their numbers grow that will change.**
4. Will term limits apply to BOD?  
**SATF: The same term limits would apply to the new at-large Directors as they do now.**
5. BOD Qualifications- Was having served on MAR BOD left out?  
**SATF: It is not a qualification to serve on the MAR Board to serve on the proposed MAR BOD. This was considered a redundancy as one would have had to have served in one of the other areas to qualify for the current BOD. You must have served on an MAR Committee, Task Force or Workgroup or have served on a local Association Board of Directors.**
6. How many BOD members are there currently?  
**SATF: 123**

### Executive Committee

1. Focus VPs don't need to be called that but keep them as Presidential appointments  
**SATF: The consensus of the group was that the president need not have appointments, that elections are a fairer representation and in the past those appointed were prospects for leadership whereas the LDC will assume that role.**
2. Is there a job description for regional reps? Would the BOD have another vote for the description of the jobs? How do they act as ambassador?  
**SATF: The Leadership Development Committee which includes the regional representatives will develop descriptions etc. in 2017 which would be policy changes governed by the Executive. BOD is voting on structure not process at this time.**